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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO DIVISION

21 UNISYS CORPORATION,  
22  
23 Petitioner,  
24  
25 vs.  
26 ACCESS CO., LTD.,  
27  
28 Respondent.

Case No. CV-05-03378 (TEH)

**JOINT STIPULATION AND [PROPOSED]  
CONSENT ORDER**

Judge: Honorable Thelton E. Henderson  
Court: Courtroom 12 - 19th Floor

Action Filed: August 19, 2005  
Trial Date: Not yet set

1           **WHEREAS**, on or about September 22, 2004, ACCESS Co. Ltd. (“ACCESS”) filed a  
 2 lawsuit in the Tokyo District Court of Japan alleging, *inter alia*, that Unisys Corporation’s  
 3 (“Unisys”) request for certain payments under the GIF Software Patent Licensing Agreement  
 4 executed on December 29, 2000 (the “GIF Agreement”), violated the Japanese Anti-Monopoly  
 5 Act (the “Japanese Action”); and

6           **WHEREAS**, on or about August 19, 2005, Unisys initiated the above-captioned action by  
 7 filing a Petition to Compel Arbitration and Enjoin Respondent From Proceeding With Foreign  
 8 Action in the United States District Court for the Northern District of California (the “U.S.  
 9 Action”); and

10           **WHEREAS**, on or about August 24, 2005, Unisys filed a Motion for Preliminary  
 11 Injunction (the “PI Motion”) in the U.S. Action, requesting that ACCESS be enjoined from  
 12 maintaining the Japanese Action; and

13           **WHEREAS**, on or about September 7, 2005, the parties voluntarily agreed to suspend the  
 14 Japanese Action until a final, non-appealable decision is reached in the U.S. Action; and

15           **WHEREAS**, on or about September 19, 2005, pursuant to 28 U.S.C. § 1404(a), ACCESS  
 16 filed a motion to transfer venue of the U.S. Action from the Northern District of California to the  
 17 Eastern District of Pennsylvania (the “Motion to Transfer”);

18           **NOW THEREFORE**, based on the foregoing, and in order to resolve the Motion to  
 19 Transfer and proceed with the U.S. Action in an orderly and efficient manner, it is hereby  
 20 stipulated and agreed by and between the parties through their undersigned counsel, subject to the  
 21 approval of the Court, as follows:

- 22           1. Pursuant to Rule 65(a)(2) of the Federal Rules of Civil Procedure, the trial on the  
 23 merits of the U.S. Action shall be advanced and consolidated with the hearing of the PI Motion.
- 24           2. The hearing of the PI Motion, currently scheduled for October 31, 2005, is postponed  
 25 until further order of the Court.
- 26           3. Unless otherwise ordered by the Court, the time within which ACCESS shall be  
 27 required to file any opposition to the PI Motion shall be extended until after the Motion to  
 28 Transfer is decided or six months after the date of this Order, whichever is earlier. Specifically,

1 unless otherwise ordered by the Court, ACCESS shall file any opposition to the PI Motion within  
 2 28 days of the date of the Court's order granting or denying the Motion to Transfer, or within 180  
 3 days of the date of this Order, whichever is earlier. Unisys shall have an opportunity to file a  
 4 reply memorandum in support of the PI Motion within 14 days of service via facsimile and first-  
 5 class mail of any opposition to the PI Motion.

6 4. The consolidated hearing on the PI Motion and trial on the merits of the U.S. Action  
 7 shall be scheduled as soon as practical after the briefing on the PI Motion is completed. The  
 8 parties agree that no discovery will be required or taken in the U.S. Action. The parties further  
 9 agree that, unless otherwise determined by the Court, the U.S. Action can be resolved based only  
 10 on the papers submitted and oral argument by counsel, and without testimony by live witnesses.  
 11 The parties agree that the PI Motion may be treated as a motion for summary judgment and that  
 12 any evidence received in connection with the PI Motion which would be admissible upon the trial  
 13 on the merits shall become part of the record on the trial and need not be repeated upon the trial.

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09/28/05

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1 **STIPULATED AND CONSENTED TO BY:**

2 Dated: September 28, 2005

MORGAN, LEWIS & BOCKIUS LLP

3  
4 By: /s/ William W. Friedman

5 William W. Friedman  
6 Attorneys for Petitioner  
UNISYS CORPORATION

7  
8 Dated: September 28, 2005

MORRISON & FOERSTER, LLP

9  
10 By: /s/ James M. Schurz

11 James M. Schurz  
12 Attorneys for Respondent  
ACCESS CORPORATION

13  
14 **IT IS SO ORDERED.**

15  
16 Dated: \_\_\_\_\_, 2005

17 \_\_\_\_\_  
HON. THELTON E. HENDERSON

18 United States District Court  
19 Northern District Of California